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CERTIFICATE OF VOTE

The undersigned hereby certifies as follows:

(1) That he is the duly qualified and acting Secretary of the Boston Redevelopment Authority, hereinafter called the Authority, and the keeper of the records, including the journal of proceedings of the Authority;

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(2) That the following is a true and correct copy of a vote as finally adopted at a Special Meeting of the Authority held on November 21, 1972 and duly recorded in this office:

* * * * * * * * * * * * *

The Director distributed copies of a memorandum dated November 21, 1972 entitled "Park Plaza Materials Submitted", which memorandum set forth the following list of documents which were presented to the Authority with the memorandum:

The Park Plaza Urban Renewal Plan and Supporting Documentation, as approved by the Boston Redevelopment Authority on July 15, 1971, by the City Council by the Resolution passed on December 6, 1971, and by the Mayor of the City on December 22, 1971.

Resolution approving the Urban Renewal Plan adopted by the City Council after due notice and public hearing on December 6, 1971, and approved by the Mayor of the City on December 22, 1971.

Resolution of Boston Redevelopment Authority adopted on October 14, 1965, determining that the Central Business District Project Area is a decadent, blighted, deteriorated and deteriorating area, together with Certificate of Vote and copy of Notice of such determination from the City Record.

Resolution of Boston Redevelopment Authority adopted on August 2, 1967, reaffirming determination of October 14, 1965, with Certificate of Vote.

Resolution of Boston Redevelopment Authority adopted on June 18, 1970, determining that the Park Plaza Urban Renewal Project Area is a blighted and decadent area, with Certificate of Vote.

Resolution of Boston Redevelopment Authority adopted on July 15, 1971, approving the Urban Renewal Plan, with Certificate of Vote.

Notice of Public Hearing held by the City Council commencing September 21, 1971, together with copy of affidavit of publication with respect thereto.

Cooperation Agreement between the City of Boston and the Boston Redevelopment Authority, executed on January 6, 1972.

Copy of City Council-approved Loan Order, in the amount of $6,800,000.00.

Project Eligibility as a Clearance Redevelopment Area (Binder entitled "Building Conditions Report")

Financial Data for Stage I for Redevelopment on Parcels A, B and C.

Financial Data for Stage II Redevelopment Parcels D and E.

Redeveloper's Statement for Public Disclosure.

Statement on Qualifications and Financial Ability of Boston Urban Associates.

Opinions on bonding from Bingham, Dana and Gould and Goulston & Storrs.

Letter of Interest from Western International Hotels.

Updated Letters of Interest from financial institutions.

Market Reports - Luxury Housing Opportunities; Retail Opportunities; Proposed Park Plaza Hotel.

Three sets of maps for the Park Plaza Urban Renewal Project.

The Relocation Plan required to be approved under Massachusetts General Laws, Chapter 79A.

Revised Letter of Intent.

Environmental Impact Report

The Director also distributed copies of a memorandum dated November 21, 1972 entitled "Park Plaza Urban Renewal Area - Authorization to resubmit the Park Plaza Urban Renewal Plan to the Massachusetts Department of Community Affairs", attached to which were (1) copies of the Park Plaza Urban Renewal Plan and Supporting Documentation, and (2) Letter of Intent by and between the Boston Redevelopment Authority and Boston Urban Associates as revised through November 21, 1972.

The Authority reviewed and discussed the above-mentioned documentation which was presented at the meeting, and on motion duly made and seconded, it was unanimously

VOTED: that the Director is hereby authorized to resubmit the Park Plaza Urban Renewal Plan and any other materials which he deems advisable to the State Department of Community Affairs, and further

VOTED: that the Director is hereby authorized to agree to certain changes in the Letter of Intent by Boston Urban Associates executed on December 17, 1971 as presented to the Authority.

The foregoing attachments are incorporated in the minutes and filed as Document No. 2363.

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(3) That said meeting was duly convened and held in all respects in accordance with law, and to the extent required by law, due and proper notice of such meeting was given; that a legal quorum was present throughout the meeting, and a legally sufficient number of members of the Authority voted in a proper manner and all other requirements and proceedings under law incident to the proper adoption or the passage of said vote have been duly fulfilled, carried out and otherwise observed.

Park Plaza Urban Renewal Plan and Supporting Documentation;

(4) That the Letter of Intent- B.R.A. and Boston Urban Associates to which this certificate is attached is in substantially the form as that presented to said meeting.

(5) That if an impression of the seal has been affixed below, it constitutes the official seal of the Boston Redevelopment Authority and this certificate is hereby executed under such official seal.

(6) That Robert T. Kenney is the Director of this Authority.

(7) That the undersigned is duly authorized to execute this certificate.

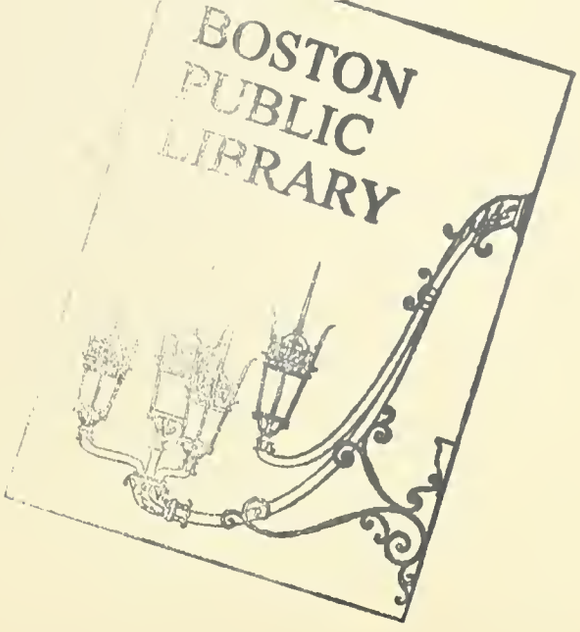
IN WITNESS WHEREOF the undersigned has hereunto set his hand this 22d day of November 1972.

BOSTON REDEVELOPMENT AUTHORITY

BY Kane Simonian

Secretary

LS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